

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

GOLDEN BETHUNE-HILL, *et al.*,

Plaintiffs,

v.

VIRGINIA STATE BOARD OF
ELECTIONS, *et al.*,

Defendants,

v.

VIRGINIA HOUSE OF DELEGATES, *et al.*,

Intervenor-Defendants.

Civil Action No. 3:14-cv-00852-
REP-GBL-BMK

DECLARATION OF DION W. HAYES

I, Dion W. Hayes, state that I have personal knowledge of the matters set forth in this declaration and, if sworn as a witness, would testify as follows:

1. I am a partner in the law firm of McGuireWoods LLP ("McGuireWoods") and submit this declaration (the "Declaration") in support of the Revised Second Motion for Attorneys' Fees and Litigation Expenses (the "Motion") filed by the above-captioned plaintiffs (collectively, the "Plaintiffs") seeking a fee award for the services performed by Perkins Coie LLP ("Perkins Coie") in the above-captioned case. Specifically, Perkins Coie has asked me to address how the billable hourly rates in the Motion compare with Richmond, Virginia billable hourly rates for attorneys of similar experience and skills during the years 2017-2019.

2. I received by B.A. in History from the University of Virginia in 1989 and my J.D. from William & Mary Law School in 1992. Since my admission to practice before the courts of

the Commonwealth of Virginia, the United States District Court for the Eastern District of Virginia, and the United States Court of Appeals for the Fourth Circuit in 1992, I have practiced bankruptcy law and commercial litigation at the Richmond, Virginia office of McGuireWoods. In addition to Virginia, I am admitted to the bars of the District of Columbia and the States of Maryland and New York. I am a Fellow in the American College of Bankruptcy. I have an AVTM Rating with Martindale-Hubbell and have been recognized in *Chambers USA* for Bankruptcy/Restructuring (Virginia) (2016-2020); *Virginia Super Lawyers* for Bankruptcy & Creditor/Debtor Rights, Banking, Business Litigation (2007-2019); *The Best Lawyers in America* for Bankruptcy and Creditor Debtor Rights / Insolvency and Reorganization Law (2006-2020) and Litigation - Bankruptcy (2017-2020); and *Virginia Business* “Legal Elite”, Bankruptcy Law (2007-2019).

3. I served as Chair of the Restructuring and Insolvency Department of McGuireWoods from 2012 until August 2017, when I became Deputy Managing Partner for Litigation of McGuireWoods, a position I hold presently. As the Deputy Managing Partner for Litigation, I oversee the nine (9) litigation departments of the firm, which are comprised of 497 attorneys and 79 paralegals, for a total of 576 litigation timekeepers located in nineteen (19) offices in the United States and one in London, England.

4. One of my responsibilities as Deputy Managing Partner for Litigation is to participate in setting the hourly rates at which McGuireWoods attorneys and paralegals bill for litigation matters, including those in the Richmond, Virginia legal market. Each of our timekeepers has a standard or “rack” rate, which I participate in setting every year, and I must approve any engagement where such rates are proposed to be discounted by more than six percent (6%). During my prior five-year service as Chair of the firm’s Restructuring & Insolvency Department, I participated in setting the rates annually of the approximately thirty-five (35)

professionals in that department and also had to approve any standard rate discounting of any magnitude. I have been involved in setting the rates of our firm's attorneys in one capacity or another continuously for the past eight (8) years.

5. Through my twenty-eight years of experience practicing law in the Richmond office of McGuireWoods and several years of experience in setting rates for McGuireWoods attorneys, I have become very familiar with the rates charged by both McGuireWoods' Richmond attorneys and in the Richmond legal market overall. In my experience, federal courts in Richmond routinely award partner rates in excess of \$1,000 per hour for specialized legal work. *See In re Toys "R" Us, Inc., et al.*, Case No. 17-34665 (KLP) (Bankr. E.D. Va.), *Order Granting Final Fee Application of Kirkland & Ellis LLP and Kirkland & Ellis International LLP, Attorneys for the Debtors and Debtors in Possession, for the Period from September 18, 2017 Through and Including December 17, 2018* [Docket No. 7019] (granting final fee application with average hourly rate for partners of \$1,221); *see also In re The Gymboree Corporation, et al.*, Case No. Case No. 17-32986 (KLP) (Bankr. E.D. Va.), *Order Granting Final Fee Application of Kirkland & Ellis LLP and Kirkland & Ellis International LLP, Attorneys for the Debtors and Debtors in Possession, for the Period from June 11, 2017 Through and Including September 7, 2017* [Docket No. 851] (granting final fee application with average hourly rate for partners of \$1,153); *see also In re Penn Virginia Corporation, et al.*, Case No. 16-32395 (KLP) (Bankr. E.D. Va.), *Order Granting Final Fee Application of Kirkland & Ellis LLP and Kirkland & Ellis International LLP, Attorneys for the Reorganized Debtors, for the Period From May 12, 2016 Through and Including September 12, 2016* [Docket No. 717] (granting final fee application with average hourly rate for partners of \$1,075).

6. Further, the average standard hourly rate for McGuireWoods senior partners in Richmond performing complex civil litigation work during 2017-19 ranged from as low as \$870

in 2017 to as high as \$937 in 2019, while the average standard hourly rate for McGuireWoods junior partners in Richmond performing complex civil litigation work ranged from as low as \$732 in 2017 to as high as \$760 in 2019. Similarly, the average standard hourly rate for senior associates in Richmond performing complex civil litigation work ranged from as low as \$496 in 2017 to as high as \$534 in 2019, while the average standard hourly rate for junior associates in Richmond performing complex civil litigation work ranged from as low as \$368 in 2017 to as high as \$432 in 2019, and the average standard hourly rate for McGuireWoods paralegals in Richmond performing complex civil litigation work ranged from as low as \$260 to as high as \$281.

7. I have reviewed the Motion and related materials, including the biographical information for the attorneys referenced therein. Per the Motion, the average hourly rate for Perkins Coie's senior partners for the above-captioned case ranged from as low as \$675 in 2017 to as high as \$750 in 2019, while the average hourly rate for Perkins Coie's junior partners for the above-captioned case ranged from as low as \$504 in 2017 to as high as \$584 in 2019. Similarly, the average hourly rate for Perkins Coie's senior associates for the above-captioned case ranged from as low as \$415 in 2017 to as high as \$480 in 2019, while the average hourly rate for Perkins Coie's junior associates for the above-captioned case ranged from as low as \$370 in 2018 to as high as \$400 in 2019, and the average hourly rate for Perkins Coie's paralegals for the above-captioned case ranged from as low as \$230 in 2017 to as high as \$250 in 2019.

8. Thus, I find the Perkins Coie rates to be reasonable and comparable to or below the rates for McGuireWoods' Richmond professionals performing similar work per the following:

| Title (Years of Experience) | 2017 MW Average Richmond Standard Rate | 2018 MW Average Richmond Standard Rate | 2019 MW Average Richmond Standard Rate | 2017 PC Average Richmond Rate | 2018 PC Average Richmond Rate | 2019 PC Average Richmond Rate |
|--|---|---|---|--|--|--|
| Senior Partner (26+) | \$870 | \$879 | \$937 | \$675 | \$715 | \$750 |
| Junior Partner (up to 25) | \$732 | \$736 | \$760 | \$504 | \$544 | \$584 |
| Senior Associate (5+) | \$496 | \$507 | \$534 | \$415 | \$430 | \$480 |
| Junior Associate (0-4) | \$368 | \$404 | \$432 | N/A | \$370 | \$400 |
| Paralegal | \$260 | \$267 | \$281 | \$230 | \$235 | \$250 |

9. Based on my knowledge of the Richmond, Virginia legal market, I conclude that the Perkins Coie hourly rates in the Motion are reasonable and at or below market rate for Richmond attorneys of similar experience and reputations for complex civil litigation of the kind at issue here. Given the high quality of Perkins Coie's legal services, its expertise and efficiency, and what I understand to be the successful result obtained for the client, a fee award to Perkins Coie based on the rates referenced in the Motion would be fair and reasonable in my opinion.¹

10. I am being compensated in the amount of \$837 an hour for the time devoted to enable me to prepare this Declaration expressing my opinions. My compensation is not contingent in any way on the outcome of the Motion or upon the content of this Declaration. With the exception of my engagement in this matter, I have no business or financial relationship with Perkins Coie. I have never represented Plaintiffs in my practice of law, and McGuireWoods has no ongoing relationship with Plaintiffs.

¹ I do not express an opinion regarding the appropriateness of the time expended on the tasks described in the Motion.

Pursuant to 28 U.S.C. § 1746, I hereby declare under penalty of perjury that the foregoing
is true and correct.

Executed on May 8, 2020.

/s/ Dion W. Hayes
Dion W. Hayes